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KENNETH L. SCHROEDER

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

KENNETH L. SCHROEDER,

Defendant.

No. C 07 3798 JW

**DECLARATION OF SHIRLI F. WEISS IN
SUPPORT OF REPLY MEMORANDUM IN
SUPPORT OF MOTION OF KENNETH L.
SCHROEDER TO COMPEL FURTHER
RESPONSES TO DISCOVERY REQUESTS
(TESTIMONY AND DOCUMENTS) BY (1)
KLA-TENCOR CORPORATION AND (2)
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP, ATTORNEYS FOR THE
SPECIAL COMMITTEE OF KLA'S BOARD
OF DIRECTORS**

Date: September 23, 2008
Time: 10:00 a.m.
Courtroom: 2
Judge: Magistrate Judge Howard R. Lloyd

1 I, Shirli F. Weiss, declare as follows:

2 1. I am an attorney licensed to practice law in the State of California and am admitted
3 to practice before this honorable Court. I am one of the attorneys representing Defendant
4 Kenneth L. Schroeder in this case. I have personal knowledge of, and am competent to testify
5 with regard to, the matters in this declaration.

6 2. Since receiving the responses of KLA-Tencor Corporation ("KLA") and Skadden,
7 Arps, Slate, Meagher & Flom LLP ("Skadden") to the subpoenas for documents and testimony
8 served on them in this case, as set forth at length in our opening brief in this motion, on behalf of
9 Mr. Schroeder, I and my colleague Jeff Coopersmith have had numerous "meet and confer"
10 exchanges of correspondence and telephone calls with attorneys for KLA and Skadden. These
11 meet and confer exchanges were in an effort to resolve privilege objections to the discovery we
12 served. We met and conferred both before and after we filed a motion to dismiss on behalf of Mr.
13 Schroeder in February, 2008 seeking dismissal on the grounds that KLA's and Skadden's
14 withholding of documents and testimony amounted to an infringement of Mr. Schroeder's
15 Constitutional right to Due Process. These efforts were not successful.

16 3. Finally, on May 28, 2008, at my request, my colleague, Jeffrey B. Coopersmith,
17 informed counsel for the SEC, Skadden, and KLA, by email, that in light of Judge Ware's May
18 22, 2008 Order denying Mr. Schroeder's Motion to Dismiss the Complaint in this case,
19 Mr. Schroeder would shortly be filing his Motion to Compel documents and testimony that KLA
20 and Skadden had withheld from him on the basis of the attorney-client privilege and/or the work
21 product protection. In that May 28 email, Mr. Coopersmith sought counsel's agreement to
22 appropriate briefing arrangements for the Motion to Compel. I was copied on this email.

23 4. A week later, on June 4, 2008, Mr. Coopersmith again wrote counsel for KLA,
24 Skadden and the SEC. Mr. Coopersmith stated that he had not received any response from KLA
25 or Skadden to his May 28 email, and he again asked them to respond. Mr. Coopersmith also
26 requested the parties' agreement to a July 15, 2008 hearing date for Mr. Schroeder's Motion to
27 Compel. I was copied on this email.

1 I hereby attest that I have on file all holographic signatures for any signatures indicated by
2 a “conformed” signature (/S/) within this e-filed document.

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